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RECORDATION NO. 9605-V Filed 1425  
800 NORTH THIRD STREET  
HARRISBURG, PA 17102  
(717) 233-7947

RECORDATION NO. 9605-J Filed 1425

OCT 19 1984 -2 40 PM

OCT 19 1984 -2 40 PM

INTERSTATE COMMERCE COMMISSION

October 19, 1984

INTERSTATE COMMERCE COMMISSION

4-293A134

James H. Bayne, Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 9605-V Filed 1425

No. OCT 19 1984

Date Fee \$ 30.00

ICC Washington, D.C.

OCT 19 1984 -2 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Bayne:

Pursuant to 49 U.S.C. § 11303 and the Commission rules and regulations, I enclose for filing and recordation the following documents:

- (1) Final Loan Termination Agreement dated October 18, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation;
- (2) Unconditional Release dated October 18, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation; and
- (3) Bill of Sale dated October 18, 1984 between Girard Leasing Corporation and Helm Financial Corporation.

ICC OFFICE OF  
THE SECRETARY  
OCT 19 2 34 PM '84  
MOTOR OPERATING UNIT

These documents relate to boxcars subject to a Loan Modification and Moratorium Agreement among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank (Lenders) and Girard Leasing Company (Debtor) dated November 18, 1980, filed with the Commission on November 21, 1980, and assigned Recordation Number 9605-J and subsequent amendments.

The names and addresses of the parties to the aforementioned documents to be filed are:

Robert McLean  
D. J. [Signature]

James H. Bayne, Secretary  
October 19, 1984  
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(1) Partial Loan Termination and Unconditional Release

(a) Lenders:

First National Bank and Trust Company  
P. O. Box 391  
Waynesboro, Pennsylvania 17268

First Peoples Bank of New Jersey  
Cuthbert and MacArthur Drive  
Haddon Township, New Jersey 08108

First State Bank  
(formerly West Side Bank)  
101 North Main Street  
Scranton, Pennsylvania 18504

Hazleton National Bank  
Broad and Laurel Streets  
Hazleton, Pennsylvania 18201

(b) Debtor:

Girard Leasing Corporation  
3 Mellon Centre  
Philadelphia, Pennsylvania 19101

(2) Bill of Sale

(a) Vendor:

Girard Leasing Corporation  
3 Mellon Centre  
Philadelphia, Pennsylvania 19101

(b) Purchaser:

Helm Financial Corporation  
One Embarcadero Center  
Suite 3320  
San Francisco, California 94111

The documents relate to the following boxcars:

Thirty-eight (38) 50'6" 70-ton  
XM rated boxcars bearing the Road  
Numbers listed on Attachment A

James H. Bayne, Secretary  
October 19, 1984  
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Please file the Final Loan Termination Agreement, Unconditional Release, and Bill of Sale, cross-indexing them under the names of the Lenders/Debtor and Vendor/Purchaser. A check is enclosed for \$30.00 as prescribed pursuant to 49 C.F.R. § 1177.3(c).

Please stamp all of the originals and copies of the documents and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original and one copy of each document and the original of the transmittal letter for your file. Please return the remaining originals and copies to the bearer of this letter.

Sincerely,

A handwritten signature in cursive script that reads "Robert M. Clark". The signature is written in dark ink and is positioned above the printed name.

Robert M. Clark

RMC/nd

Enclosures

OCT 19 1984 -2 40 PM

UNCONDITIONAL RELEASE INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that FIRST NATIONAL BANK AND TRUST COMPANY, FIRST PEOPLES BANK OF NEW JERSEY, FIRST STATE BANK and HAZELTON NATIONAL BANK ("Lenders"), for good and valuable consideration, receipt of which is hereby acknowledged, and each intending to be legally bound, on behalf of themselves and their affiliates, successors and assigns, hereby remise, release, acquit and forever discharge GIRARD LEASING CORPORATION and its successors assigns and affiliates, of and from any and all claims, actions, causes of action, proceedings, controversies and liabilities of any kind and nature arising from or related to a LOAN MODIFICATION AND MORATORIUM AGREEMENT dated as of November 19, 1980, as amended, by and between Lenders and GIRARD LEASING CORPORATION, and certain notes, security agreements and assignments of lease referred to therein with respect to the railroad boxcars ("Boxcars") identified on Schedule "A" attached hereto.

FIRST NATIONAL BANK AND TRUST COMPANY

By *Chas. B. Ford*  
Title: PRES.

FIRST PEOPLES BANK OF NEW JERSEY

By *Walter J. Dore*  
Title: Vice President & General Counsel

FIRST STATE BANK

*Stephen H. Tallone* Workout Adjuster  
By *Gregory H. Gulati*  
Title: S.O.A.

HAZELTON NATIONAL BANK

By *Arthur D. Tarone*  
Title: VICE-PRES.

Schedule "A"

Unconditional Release

QUANTITY

PROPERTY DESCRIPTION

SERIAL NUMBER

13

50'6" 70-ton railroad  
boxcars (Type XM)

SFLC  
900004, 900012,  
900014, 900019,  
900023, 900026,  
900027, 900028,  
900030, 900034,  
900040, 900043,  
900047

STATE OF Pennsylvania :

COUNTY OF Philadelphia :

On this *18th* day October, 1984, before me appeared Anson Goode to me personally known, who being by me duly sworn, says that he is the President of FIRST NATIONAL BANK AND TRUST COMPANY, a Pennsylvania banking corporation, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Bank.

*James M. Barrett*  
Notary Public

My Commission Expires:

JAMES M. BARRETT  
Notary Public, Phila., Phila. Co.  
My Commission Expires Nov. 30, 1987

[Notarial Seal]

STATE OF Pennsylvania :

COUNTY OF Philadelphia :

:

On this 18th day of October, 1984, before me appeared William T. Moyer to me personally known, who being duly sworn, says that he is the Vice President & Comptroller of FIRST PEOPLES BANK OF NEW JERSEY, a New Jersey banking corporation, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Bank.

James M. Barrett  
Notary Public

My Commission Expires:

JAMES M. BARRETT  
Notary Public, Phila., Phila. Co.  
My Commission Expires Nov. 30, 1987

[Notarial Seal]

STATE OF Pennsylvania :

COUNTY OF Philadelphia :

On this <sup>18th</sup> day of October, 1984, before me appeared  
*Gregory G. Gula*  
~~David Phaneuf~~ to me personally known, who being by me duly sworn,  
*Loan Operations Officer*  
says that he is the ~~Vice President~~ of FIRST STATE BANK (formerly  
West Side Bank), a Pennsylvania bank, that the foregoing instru-  
ment was signed on behalf of said Bank by authority of its Board  
of Directors, and he acknowledged that the execution of the  
foregoing instrument was and remains the free act and deed of  
said Bank.

*James M. Carrett*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

JAMES M. CARRETT  
Notary Public, Phila., Phila. Co.  
My Commission Expires Nov. 30, 1987

[Notarial Seal]



STATE OF    Pennsylvania       :

COUNTY OF   Philadelphia       :

:

On this 18th day of October, 1984, before me appeared Arthur A. Tarone to me personally known, who being by me duly sworn, says that he is the Vice President of HAZELTON NATIONAL BANK, a Pennsylvania banking corporation, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of such Bank.

James M. Barrett  
Notary Public

My Commission Expires:

JAMES M. BARRETT  
Notary Public, Phila., Phila. Co.  
My Commission Expires Nov. 30, 1987  
?

[Notarial Seal]